

AMENDED BYLAWS

ARTICLE I AUTHORITY

A certificate of incorporation bearing the seal of the State of Iowa and dated 11/15/2010 was duly issued by the Secretary of State of the State of Iowa for North Polk United Soccer Club, Inc. hereafter known as the "Club" or "NPU." Except as may be hereinafter altered or amended, this corporation adopts for itself all provisions of Chapter 504A (Iowa Nonprofit Corporations) of the Code of Iowa.

ARTICLE II PURPOSE

Section 2.1: The purpose of NPU shall be to develop, promote and administer a progressive soccer program. The goals of the program shall be:

- 2.1.1. Provide fun, recreational and competitive experience
- 2.1.2. Develop individual soccer skills
- 2.1.3. Promote good sportsmanship, positive self-esteem, and competitive team play
- 2.1.4. Develop responsibility and decision making skills
- 2.1.5. Teach the rules, tactics and strategies of soccer
- 2.1.6. Promote soccer as a family activity
- 2.1.7. Promote healthy lifestyles

This Club shall exercise sole control of the games which they sponsor except in matters reserved by the Iowa Soccer Association, the United States Youth Soccer Association and the United States Soccer Federation.

Section 2.2: Funds: The Corporation may charge fees as set by the Board of Directors. The Corporation may also accept personal, corporate and governmental grants or gifts to secure the funds necessary to provide for programs, services and facilities in accordance with the Corporation's stated purpose.

Section 2.3: Nonprofit Status: This Corporation is not organized for pecuniary profit, and it shall not have to issue certificates of stock or ownership certificates or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation shall be held, accumulated, used and distributed exclusively for carrying out the stated purpose or purposes of the Corporation consistent with laws and regulations applicable to a tax exempt, nonprofit corporation governed by the provisions of Section 501c (3) of the Internal Revenue Code of 1954, as amended, and Chapter 504A, Iowa Code, as amended.

ARTICLE III TERRITORY

The geographic area from which members and players are to be located shall be within the North Polk Community School District, or such other areas as the Board may from time to time determine.

ARTICLE IV. ORGANIZATION

NPU shall operate pursuant to the laws of the State of Iowa and the United States.

ARTICLE V. AFFILIATION

NPU is an affiliate of, and shall comply with the authority of the Iowa Soccer Association (ISA), United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF) referenced as "the Federation" herewith.

ARTICLE VI. ADMINISTRATION

Section 6.1: The Corporation shall be governed by its Articles of Incorporation, Bylaws, and Rules and Policies except when these are superseded by those of ISA, USYSA, or the Federation.

Section 6.2: The Board of Directors shall annually set registration fees for players and coaches.

Section 6.3: The governing authority of this Corporation shall be vested with the Board of Directors selected through an open and democratic election process.

Section 6.4: The United States Soccer Federation's articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the ISA and its members to the extent applicable under state law, and Iowa Soccer and its members will abide by those articles, bylaws, policies, and requirements.

Section 6.5: The Club will not join any organization that has requirements that conflict with Iowa Soccer's and the United States Soccer Federation's articles, bylaws, policies, and requirements.

Section 6.6: The Club will (A) provide to the Iowa Soccer Association amended copies of the Club's bylaws and other governing documents no later than ninety (90) days after adoption, and (B) make copies of those documents available to its members on the NPU website.

Section 6.7: The Club will allow the Iowa Soccer Association to review the documents and procedures of the Club, on request by ISA when requested to determine compliance with these bylaws.

ARTICLE VII. MEMBERSHIP

Section 7.1: The Corporation shall have members. All adults with players and coaches involved in the Club shall be members.

Section 7.2: Players shall be members without a vote. Membership in the Club shall be open to any soccer players and coaches not subject to suspension under United States Soccer Federation (USSF) Bylaw 241, Section 4.

Section 7.3: No person shall be denied membership or participation in the activities of the club due to race, sex, religion or national origin.

Section 7.4: This Club shall consist of teams with players in good standing with the corporation. To be in good standing a player must be duly registered with required fees paid.

Section 7.5: Membership fees in this Club shall be payable in advance at the time of registration. These fees are to be paid prior to each season (Fall & Spring).

Section 7.6: Failure of any player to pay the required fees as herein provided shall cause immediate forfeiture of membership without further board or Club activity. Only in cases of financial hardship, with the approval of the Board of Directors, can the player continue membership without payment of fees.

Section 7.7: All Members shall abide by the Articles of Incorporation and Bylaws of the Corporation, all rules, and policies as set forth by the Board of Directors, and all applicable rules, and policies of any association with which the Club is affiliated.

Section 7.8: The Club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the

right to participate and compete in activities sanctioned Iowa Soccer and sponsored by the Federation and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 7.9: Exhaustion of Remedies. No Member of the Club, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations.

Section 7.10: The Club shall register with Iowa Soccer at least once each seasonal year the names and addresses of its players and coaches and timely pay all dues and fees of Iowa Soccer.

ARTICLE VIII. Board of Directors

Section 8.1: General Powers. The business and affairs of the Corporation including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

Section 8.2: Number and Tenure. The number of directors of the Corporation shall be nine (9) and their tenure shall be staggered, three of them serving a term of 1 year, 3 serving a term of 2 years and three of them serving a term of 3 years. Thereafter, all Directors will serve three year terms. No Director shall serve more than 2 consecutive 3 year terms. Those initially serving 1 year and 2 year terms may thereafter serve 2 full 3 year terms if they are selected and so desire. No two members of a family unit may serve on the Board of Directors at a given time.

Section 8.3: The Nominating Committee selected by the President of the Board will compile a slate of nominees for Board positions. The slate of nominees must be presented to the Board of Directors for approval at the Board meeting.

Section 8.4: Regular Meetings. Regular meetings of the Board of Directors will be held at least quarterly at a place and time to be set by the Directors. Non-Board members of NPU may request a chance to speak at a regular Board meeting. The presiding Board member at a meeting shall not vote unless necessary to create a majority vote to decide a question. Each member of the Board is granted one (1) and no vote shall be cast by proxy.

Section 8.5: Special Meetings. Special meetings may be called by or at the request of the President or a majority of the Directors. The Secretary may fix any place within the State of Iowa as the place to hold any special meeting.

Section 8.6: Notice. Notice of a regular meeting shall be given at least ten (10) days prior to the scheduled meeting. Notice of a special meeting shall be given at least five (5) days prior to the scheduled meeting. Written notice may be delivered personally or by email to each Director at his/her personal or business email address.

Section 8.7: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business.

Section 8.8: Vacancies. Any vacancy created by departure or addition of a new member occurring in the Board of Directors may be filled by selection or election of the then current Board of Directors. A director so elected will then serve the unexpired term of his/her predecessor or a full term, as the case may be.

Section 8.9: Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action

unless his/her dissent shall be recorded in the minutes of the meeting.

Section 8.10: Informal Action by Directors. Any action required to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all directors. Facsimile or email signatures shall be adequate to show consent.

Section 8.11: Resignation and Removal. Any director may at any time resign by serving notice to the remaining Directors. A Director may be removed with or without cause by a majority vote of the remaining Directors. Upon three (3) consecutive absences from Board meetings, an officer or Director may be asked to resign.

Section 8.12: Compensation. Directors shall serve without compensation except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain services of a Director other than in his/her capacity as a Director and that Director may be compensated for services rendered as the Board of Directors may from time to time deem appropriate.

Section 8.13: The Board of Directors shall adopt a conflict of interest policy.

Section 8.14: Parliamentary Authority. The rules in the current edition of Robert's Rules of Order shall govern NPU in all meetings for which applicable and to the extent they are not inconsistent with these Bylaws or any other specific rules which NPU may adopt.

ARTICLE IX. OFFICERS

Section 9.1: Elections/selections. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Additional Directors include: Director of Registration, Director of Field Maintenance, Director of Referees, Director of Field Development, and Director of Coaching.

Section 9.2: Vacancies. Vacancies shall be filled as per Section 9.1 of these Bylaws.

Section 9.3: Duties of Officers

9.3.1: President

- A. Supervise all activities of NPU.
- B. Preside over the governing Board meetings.
- C. Appoint special officers and committees as required.
- D. Call for regular meetings of the Board.
- E. Represent NPU in regard to associate organizations.
- F. Have co-signature authority for disbursement of funds.
- G. Take prudent and reasonable action in cases not covered by any NPU governing documents.
- H. Oversee long range planning

9.3.2: Vice President

- A. Perform all duties of President in his/her absence or direction.
- B. Serve as a member of the Governing Board
- C. Oversee all committee duties and responsibilities.
- D. Review the monthly financial statements for accuracy and accountability.
- E. Preside over the disciplinary committee.
- F. Perform other duties as assigned by the President.
- G. Have co-signature authority for disbursement of funds.

9.3.3: Secretary

- A. Record and distribute the minutes of the Club and Board meetings.
- B. Assist in the preparation of agendas for Club and Board meetings.
- C. To maintain and oversee Club and Board communications.

D. Serve as a member of the Governing Board.

E. Keep the records of the Club.

9.3.4: Treasurer

A. To collect all monies of the Club and keep a detailed account of income and disbursements.

B. To pay bills presented for and approved by the Board.

C. To prepare a detailed Treasurer's Report for Board meetings.

D. Assist the Board in preparing an annual budget.

E. Serve as a member of the Governing Board.

F. Maintain a checking account and have co-signature authority.

Section 9.4: Duties of other Board members are defined by Board policy.

Section 9.5: Resignation. Any officer may at anytime resign by serving notice to the remaining Board of Directors.

ARTICLE X INDEMNIFICATION

Section 10.1: The Corporation shall indemnify a director, officer, employee, agent, volunteer or member of this Corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of such person's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such person shall be adjudged liable to the Corporation.

ARTICLE XI CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 11.1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 11.2: Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Corporation shall make no loan to any director of the Corporation.

Section 11.3: Checks, Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other Director or Directors, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile/email signatures shall be adequate to show consent for such waiver.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall run from July 1st to June 30th each year.

ARTICLE XIV AMENDMENTS

These Bylaws may be altered, amended, repealed, or altered in whole or in part by a majority vote of the Board in attendance at any meeting of the Board, provided that the proposed changes or amendments to the Bylaws must be submitted in writing or email to the Board two (2) weeks before the meeting at which they are to be considered. Changes or amendments approved shall be effective immediately and shall not be retroactive.

ARTICLE XV COMMITTEES AND COMMISSIONS

Section 15.1: General. The President, with the Board of Director's concurrence, may establish and appoint standing, special committees, and commissioners as shall be deemed desirable for the good of the Corporation. A standing committee, special committee or commissioner shall limit its activities to those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors.

Section 15.2: Membership. Persons who are not Directors of the Corporation may be appointed to serve on standing committees, special committees or as commissioners. All standing committee members, special committee members or commissioners shall serve at the pleasure of the Board of Directors.

Section 15.3: Reports. All committees and commissioners shall maintain written minutes of their meetings or notes of activities which shall be available to the Board of Directors and the membership.

ARTICLE XVI OFFICES

Section 16.1: Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Polk City, County of Polk, Iowa. The Corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 16.2: Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the Principal Office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

DATED this 18th day of September, 2017.

North Polk United Soccer Club, Inc.

Print: Greg C. Bell

By: Greg C. Bell

As President
of the North Polk United Soccer Club